

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the members of BCL Industries & Infrastructures Limited will be held on Saturday, the 14th day of August, 2010 at 4.00 P.M. at Ganpati Enclave, Dabwali Road, Bathinda (Punjab) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2010 and Profit & Loss Account for the year ended on that date and reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Baldev Raj Gupta, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors and to fix their remuneration.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

(Through Postal Ballot)

"RESOLVED that pursuant to the provisions of section 17 of the Companies Act, 1956, the Objects Clause of the Memorandum of Association of the company be altered by adding the following new clause 3(e) after the existing clause 3(d) thereof:-

"3(e) To conduct, carry on and manage the business of manufactures and traders of whisky, gin, rum, brandy and general distillers, compounds and refiners, merchants, exporters, importers, brokers, bottlers, sole agents, and general traders in relation to the marketing and distribution, at home and abroad, of spirits, wines, liquors and all other products derived from malt, sugar, grapes, apples, wheat and other similar substances, and generally to undertake, perform and carry out all or any of the operations ordinarily undertaken by distillery proprietors, wine growers, contractors, and shippers or by persons or companies engaged in such business".

5. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

(Through Postal Ballot)

"RESOLVED THAT the consent of the company be and is hereby accorded, in accordance with Section 293(1)(d) and all other applicable provisions, if any, of the Companies Act, 1956 and the Articles of Association of the Company, to the Board of Directors of the Company, to borrow any sum or sums of money from time to time at their discretion, for the purpose of the business of the company, which together with the money already borrowed by the company, (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed at any time, the aggregate of the paid-up capital of the Company and its free reserves (that is to say, reserves, not set apart for any specific purpose) by a sum not exceeding Rs. 300.00 Crores and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such money to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to finalize the documents and such other agreements for borrowing money from time to time in such manner as aforesaid and to do all such acts, deeds, matters & things as may be necessary or expedient for giving effect to the above resolution."

6. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

(Through Postal Ballot)

"RESOLVED THAT the company do hereby accord its consent under section 293(1)(a) of the Companies Act, 1956, to mortgaging and / or charging by the Board of Directors of the company all or any of the movable or immovable properties both present and future or the whole or substantially the whole of the undertaking or

the undertakings of the company for securing any loan obtained or as may be obtained from any Bank / Financial Institution or person or persons together with interest, costs, charges, expenses and any other money payable by the Company.

RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to finalize the documents and such other agreements for creation/mortgage/ hypothecation from time to time in such manner as aforesaid and to do all such acts, deeds, matters & things as may be necessary or expedient for giving effect to the above resolution."

7. To Consider and, if thought fit, to pass with or without modification the following resolution as a Special Resolution.

(Through Postal Ballot)

"RESOLVED that pursuant to the provisions of Section 372A of the Companies Act, 1956, the Board of Directors of the company be and is hereby authorized to make loan or give guarantee or provide security, in connection with a loan made by any other person to or to any other person by any body Corporate and to invest the funds of the company in other bodies corporate upto a limit of Rs. 300.00 Crores, notwithstanding the aggregate amount of the loan given or investment made by the company may exceed 60% of the paid up share capital and free reserves or 100% of the free reserves of the Company's whichever is more".

8. To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, consent be and is hereby accorded for the re-appointment of Sh. Sat Narain Goyal as Whole Time Director of the Company for a period of five years with effect from 1st November, 2009 on such remuneration by way of salary, commission and perquisites which the company is entitled to pay in

accordance with the terms & conditions prescribed in Schedule XIII of the Act.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and / or vary the terms and conditions of the said re-appointment and/or remuneration so as not to exceed the limits specified in the Schedule XIII of the Companies Act, 1956".

9. To consider and, if thought fit to pass with or without modifications the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956, Provisions of SEBI Act and SEBI's Guidelines and other applicable provisions including any statutory modification(s) or re-enactment thereof, for the time being in force, the provisions of the Memorandum and Articles of Association of the Company, the relevant Guidelines for Preferential Issue of the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 (SEBI DIP Guidelines), any other Guidelines or Regulations of SEBI, Listing Agreement entered into with the Stock Exchanges, where the shares of the Company are listed, and any other applicable laws / rules / regulations and subject to the consent / approval of any other authority / institution, and subject to such conditions and modifications as may be imposed upon and accepted by the Board of Directors, the consent of the Company be and is hereby accorded to create, offer, issue and allot up to 80,00,000 (Eighty lacs only) Warrants at Rs. 31 (Rs. Thirty one only) per warrant, on a preferential basis to the promoters and the bodies corporates other than the promoters, as detailed in the Explanatory Statement forming part of this Notice, with a right to subscribe to equal number of equity shares on conversion within a period of 18 months from the date of allotment of warrants of nominal value of Rs. 10/- (Rupees Ten only) each fully paid up at a premium of Rs. 21/- per share which price is calculated in accordance with the Guidelines for Preferential Issue, issued by SEBI, so that the total number of equity shares to be issued by the

Company upon conversion of the Warrants do not exceed 80,00,000 equity shares of Rs. 10/- each, at a premium of Rs. 21/- each on such terms and conditions as may be decided and deemed appropriate by the Board of Directors of the Company (hereinafter referred to as the "Board", which shall be deemed to include any duly authorized committee thereof), at the time of issue or allotment, subject to the overall guidelines governing such issue.

The names of the Proposed Allottees of Warrants, whether or not they are existing members of the Company, along-with the No. of proposed warrants to be allotted to the promoters and bodies corporates other than promoters on Preferential issue basis, are detailed below :-

Name of The Proposed Allottees of Warrants	No. of Warrants
A. Promoters Category	
1. Shri Rajinder Mittal	600000
2. Smt. Sunita Mittal	1000000
3. Ms. Swati Mittal	750000
4. Ms. Shweta Mittal	750000
5. Ms. Garima Mittal	875000
B. Non-Promoters Category	
1. Rolion Investments Private Limited	1100000
2. Manoj Finvest Private Limited	1000000
3. Sarva Priya Exports Private Limited	1925000
Total	8000000

*RESOLVED FURTHER THAT issue of Warrants, if any as above, shall be subject to the following terms and conditions:

- A. In case of Warrants optionally convertible into equity shares to the promoters and bodies corporates other than the promoters, the warrant holders shall have the option of subscribing for one equity share of Rs. 10/- each per warrant at a price of Rs. 31/- inclusive of Premium in accordance with the SEBI (DIP) Guidelines, 2000 on Preferential Issue or any amendments thereof, at any time, within 18 months from the date of allotment of warrants.
- B. The proposed allottees shall pay 25% of the total consideration of warrants on or before the date of allotment of warrants and shall pay the balance 75% on or before the last date of conversion of warrants into Equity Shares.
- C. In the event the warrant holder does not exercise the option given under the warrants within 18 months from the date of allotment of warrants, the warrants shall lapse and the amount of deposit shall stand forfeited by the Company.

D. Thirty nine lacs seventy five thousand (39,75,000) warrants being allotted to the promoters and their associates, shall be locked in for a period of three years from the date of allotment as per SEBI Guidelines provided that the lock-in-period on shares acquired by conversion of Warrants shall be reduced to the extent, the Warrants have already been locked-in.

E. Forty lacs twenty five thousand (40,25,000) warrants being allotted to bodies corporates other than the promoters, shall be locked in for a period of one year from the date of allotment provided that the lock-in-period on shares acquired by conversion of Warrants shall be reduced to the extent, the Warrants have already been locked-in.

F. To the extent permitted as per the existing provisions of law in this regard all/any Equity Shares and the equity shares resulting from the conversion of the Warrants to be allotted as an outcome of the above mentioned preferential allotments shall rank pari passu in all respects

with the then existing Equity shares including dividend entitlement.

"RESOLVED FURTHER THAT the benefit of corporate actions such as bonus issue, rights issue, stock split, merger will be extended to the warrant holders."

"RESOLVED FURTHER THAT the warrant holders will be entitled to benefit of issue of bonus shares (whose names are in the Registers of Members and Warrant Holders of the Company on Record Date) and the same will be issued / allotted at the time of conversion of warrants into equity shares."

"RESOLVED FURTHER THAT the "relevant date" in relation to the share / warrants for the purpose would be 15th July, 2010 being the date 30 days prior to the date on which the meeting of the general body of shareholders is held, in terms of Section 81(1A) of the Companies Act, 1956."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to accept the terms, conditions and stipulations as may be made by the Regulatory Authorities while granting approval, if any, to the Company for the issue of securities as aforesaid."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Director(s) or any other Officer or Officers of the Company and to do all such acts, matters, things and deeds and to take all such steps and do all such things and give all such directions as the Board may consider necessary, expedient or desirable and also to settle any question or difficulties or doubts that may arise in regard to the issue, allotment / conversion and utilization of the proceeds and further to do all such acts, deeds, matters and things and to finalize and execute all documents and writings as may be necessary, proper, desirable or expedient as the Board, in its absolute

discretion may deem fit and take all such steps which are incidental and ancillary in this regard."

"RESOLVED FURTHER THAT the Company shall ensure that whilst any right of conversion of Warrants into Equity Share remains exercisable, it will at all times keep available and reserved such part of its authorized but un-issued share capital as would enable all outstanding warrants to be satisfied in full."

"RESOLVED FURTHER THAT the Board is hereby authorized to accept such amendments, modifications, variations and alterations as the Government of India, SEBI, Reserve Bank of India, Financial Institutions, or Stock Exchanges may stipulate in that behalf."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of the Equity Shares allotted under the Preferential Issue of Equity Shares on the Stock Exchanges, where the Company's shares are listed, as per the terms and conditions of the Listing Agreement with the Stock Exchanges concerned, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing.

"RESOLVED FURTHER that the Board be and is hereby authorised to do all such acts, deeds, matters and things as may in its sole and absolute discretion, deem necessary, expedient, usual or proper and to settle any question, doubt or difficulty that may arise with regard to the issue and allotment of bonus shares as aforesaid or any other matter incidental or consequential thereto.

for and on behalf of the Board

sd/-
(Rajinder Mittal)
Chairman & Mg. Director

Place : Bathinda,
Date : 29th June, 2010

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. In respect of resolution mentioned at no. 4 to 7 of the special business are required to be passed through postal ballot pursuant to the provisions of companies (Passing of the Resolution by Postal Ballot), Rules 2001. A separate notice has been issued to the members in respect of the said resolutions. The Chairman will announce the result at the Annual General Meeting. If the resolution is assented by the requisite majority of the shareholders in the Postal Ballot, it shall be deemed to have been passed at the said Annual General Meeting (subsection (4) of Section 192A of the Companies Act, 1956.)
3. The details under Clause 49 of the Listing Agreement in respect of Directors seeking appointment / re-appointment at the Annual General Meeting is annexed hereto.
4. The Register of members and share transfer books of the Company will remain closed from 12th August, 2010 to 14th August, 2010 (both days inclusive).
5. Members desiring any information as regards the accounts are requested to write to the Company at least 10 days before the date of the meeting so as to enable the management to provide the information during the Annual General Meeting.
6. Members are requested to quote the ledger folio or Client ID and DP ID numbers in all communications with the Company or Registrar & Share Transfer Agent and also to notify any change of addresses to them.

EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 4

The Management of your company diversified its business from time to time according to the changing scenario. The company further widening its existing business and is now going to enter into Distillery business, in addition to its existing business of edible oils & real estate. The Board of Directors of your company proposed to alter the object clause, by including a new object as stated in the notice as clause 3(a) under clause III of the Memorandum of Association of the Company. The said inclusion will enable the Company to undertake the new business which under existing circumstances may conveniently and advantageously be combined with the existing business of the company.

For alteration in the object clause of the Memorandum of Association, it is required to obtain Shareholders' approval by way of special resolution under section 17 of the Companies Act, 1956.

Your Directors are, therefore, of the view that inclusion of the said new object will be in the interest of the Company and its members and will also meet the conditions prescribed in the said section.

No Director of the Company is concerned or interested in the Resolution except as a Member of the Company.

Your Directors commend the resolution for your assent as a special resolution in the Postal Ballot being sent to you.

Item No. 5 & 6

As per the provisions of Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of the Company cannot, except with the permission of the Shareholders in General Meeting, borrow monies in excess of the aggregate of the paid-up capital of the Company and its free reserves.

Due to increase in the business operations and future growth plans of the Company, it would be necessary to restructure the borrowing limits, by authorizing the Board of Directors to borrow monies which may exceed at any time the aggregate of the paid-up capital of the company and its free reserves but not exceeding Rs. 300.00 Crores.

The borrowings of the company are, in general, required to be secured by suitable mortgage or charge on all or any of the movable and / or immovable properties of the company in such form, manner and ranking as may be determined by the Board of Directors of the company, from time to time, in consultation with the lender(s).

The mortgage and / or charge by the company of its movable and / or immovable properties and / or the whole or any part of the undertaking(s) of the Company in favour of the lenders within the meaning of Section 293(1)(a) of the Companies Act, 1956.

The proposed resolution is for the purpose of fulfilling the conditions laid down in section 293(1)(a) & (1)(d) of the Companies Act, 1956.

None of your Directors is interested in the proposed resolutions and recommends your acceptance through Postal Ballot being sent to you in the interest of the Company.

Item No. 7

The Board of Directors in their user dealings with the funds of the Company are able to advance loan / give guarantee / provide security upto 60% of the paid up share capital and free reserves of the company or less than 100% of the free reserves of the company whichever is more.

Any loan in excess of the aforesaid percentage is subject to prior approval of the members of the company by passing a special resolution.

During the management of the business of the company, it is expected that the Company may be required to advance loan/give guarantee/provide security in excess of the aforesaid limits and in that case approval of the shareholders is required.

Further, the Board of Directors of your company may make suitable investments in shares as and when necessary. In order to enable the Board of Directors to make investment in shares in excess of 60% of the paid up share capital and free reserves of the Company or 100% of the free reserves of the company whichever is more, it is necessary to seek the consent of the members to the proposed resolution.

It is proposed to authorize the Board of Directors to advance loan/give guarantee /provide security and make investment in any body corporate by way of subscription and/or purchase of securities/equity shares upto Rs. 300.00 Crores from time to time.

The proposed resolution is for the purpose of fulfilling the conditions laid down in section 372A of the Companies Act, 1956.

None of your Directors is interested in the proposed resolution and recommends your acceptance through Postal Ballot being sent to you in the interest of the Company.

Item No. 8

The present term of appointment of Shri Sat Narain Goyal as Whole Time Director expired on 31st October, 2009. The Board of Directors feels that for the sake of continuity of present management and for efficient running the business of the company, the services of Shri Sat Narain Goyal should be made available to the company for a further period of five years. Therefore, the Board of Directors of the company in its meeting held on 31st October, 2009 has re-appointed Shri Sat Narain Goyal as Whole Time Director of the company with effect from 1st November, 2009 for a further period of five year i. e. upto 31st October, 2014. He is neither a director nor a member of any committee of Directors in any other public limited company. The remuneration payable to him as approved by the Board is subject to the subsequent approval by the Shareholders of the company. Sh. Sat Narain Goyal, is having vast experience & knowledge in Oil Industry.

This may also be treated as abstract pursuant to the provisions of section 302 of the Companies Act, 1956.

Keeping in view his experience and knowledge, your Directors commend the resolution for your assent thereof in the interest of the company.

None of the directors of the company except Sh. Sat Narain Goyal is, in any way concerned or interested in this resolution.

Item No. 9

The Company needs fund for its new project of Distillery and also for the working capital requirement & for expansion and modernization of the Plant & Machinery of the company. Therefore, it is necessary to issue equity shares on preferential allotment basis in accordance with the applicable SEBI Guidelines.

Pursuant to the provisions of Section 81(TA) of the Companies Act, 1956, approval of Shareholders by way of special resolution is required, if company wants to offer or issue securities to any person other than existing

shareholders. Accordingly, the resolution is proposed for approval of shareholders in this regard and to authorise Board for giving effect to this resolution.

The Board of Directors in its meeting held on 29th June, 2010 has considered and approved the allotment of 80,00,000 warrants convertible into equity shares within a period of 18 months at a price of Rs. 31/- per warrant to be converted into 80,00,000 equity shares of Rs. 10/- each at a premium of Rs. 21/- per share.

The proposed allottees have expressed their intention to subscribe for the equity shares of the company. The allotment shall be completed within the time as stipulated under the SEBI Guidelines. None of the promoters, directors and the key management persons have expressed their intention to subscribe to the said warrants except the proposed allottees from promoter group.

The Shareholding pattern of the company before and after the proposed preferential allotment of Equity Shares on conversion of warrants is given below:-

Shareholding Pattern					
S. No.	Particulars	Pre Preferential Allotment		Post Preferential Allotment	
		No. of Shares	% age	No. of Shares	% age
A.	Promoters Category				
1.	Individuals/HUF	2502815	40.70	6477815	45.78
2.	Bodies Corporate	214850	3.49	214850	1.52
	Sub Total	2717665	44.19	6692665	47.30
B.	Non-Promoters Holding				
1.	Institutional Investors				
a)	FIs/Banks	700	0.01	700	0.01
	Sub-Total	700	0.01	700	0.01
2.	Private Corporate Bodies	179454	2.92	179454	1.27
	Proposed Allottees-				
a)	Rollon Investments Pvt. Ltd.	906750	14.74	2006750	14.18
b)	Manoj Finvest Private Limited	909440	14.79	1909440	13.49
c)	Sarva Priya Exports Pvt. Ltd.	NIL	NIL	1925000	13.60
3.	Indian Public	1435600	23.34	1435600	10.15
4.	Any Other - NRI/OCBs	391	0.01	391	0.00
	GRAND TOTAL	6150000	100.00	14150000	100.00

The above shareholding pattern has been arrived at on the assumption that the entire warrants proposed to be issued would be converted into equity shares. The promoters/ the proposed allottees will comply with the applicable provision of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (including any amendment thereto or any re-enactment thereof) depending upon the date of acquisition.

Identity of the Proposed Allottees and the percentage of post preferential issue Capital that will be held by them.

S. No.	Name	No. of Shares	%age of Post Issue Capital
A. Promoters Category			
1.	Shri Rajinder Mittal	1230500	8.70
2.	Smt. Sunita Mittal	1435500	10.14
3.	Ms. Swati Mittal	928860	6.56
4.	Ms. Shweta Mittal	862600	6.10
5.	Ms. Garima Mittal	1087540	7.69
B. Non-Promoters Category			
1.	Rollon Investments Private Limited	2006750	14.18
2.	Manoj Finvest Private Limited	1909440	13.49
3.	Sarva Priya Exports Private Limited	1925000	13.60

None of the Directors is interested in the resolution.

The Statutory Auditor's certificate as per SEBI guidelines shall be placed before the members.

Details of Director seeking re-appointment in ensuing Annual General Meeting as per clause 49 of the Listing Agreement

Name of Director	Sh. Baldev Raj Gupta
Date of Birth	14/10/1951
Date of Appointment	1st November, 2004
Expertise in specific functional area	He is a Graduate and is having rich experience of around 33 years in Oil & Vanaspathi Industry.
List of outside Directorships held	He is not a Director in any other company incorporated in India.
Memberships / Chairmanships of Committees across public companies	Nil
Shareholding	Nil

DIRECTORS' REPORT

To

The Members of BCL Industries & Infrastructures Limited

Your Directors are pleased to present the 34th Annual Report on the working of the Company together with the Audited Accounts for the financial year ended 31st March, 2010.

FINANCIAL RESULTS

The financial highlights are as follows :-

(Rupees In Lacs)

	2009-2010	2008-2009
Profit before Interest,		
Depreciation and Tax	791.39	1615.46
Less :		
Interest	316.37	342.58
Depreciation	203.77	211.91
	<u>271.25</u>	<u>1060.97</u>
Less : Provision for Taxation	50.00	185.00
Profit after Tax	221.25	875.97
Add : Balance brought forward from previous year	13.17	16.73
	<u>234.42</u>	<u>892.70</u>
Add/Less : Previous year		
Adjustment including taxes	(3.90)	(2.83)
Deferred Tax	(4.24)	23.30
Available for appropriation	<u>226.28</u>	<u>913.17</u>
 APPROPRIATIONS		
Transferred to	0.00	900.00
General Reserve		
Balance carried to		
Balance Sheet	226.28	13.17
	<u>226.28</u>	<u>913.17</u>

PERFORMANCE REVIEW

During the year under review, your company's operations came under various pressures due to increase in the interest rates, rising in input costs/commodity prices, credit crunch, fluctuation in crude oil prices, fluctuation in exchange rate, hard competition due to excessive import of finished goods and falling demand due to recession. Despite these factors, your company adjusted to this situation and has been able to achieve a turnover of Rs. 304.20 Crores and earned profit after tax is of Rs. 221.25 Lacs, by managing efficiently and effectively with the resources at its disposal.

ACHIEVEMENT

Your directors have pleasure to inform you that your company has been ranked 338 among top 500 large Industries of India, by a survey conducted by Industry 20, a premier business magazine which identifies the nation's fastest growing manufacturing Industries. Your company for the first time has been ranked 401 among top 1000 companies in India, by Business Standard Magazine, in February, 2010. The company also got B. K. Goenka Award consecutively for third year, being the "SECOND HIGHEST PRODUCER OF REFINED RICE BRAN OIL" in the country.

D D MITTAL TOWERS

During the year under review, your Company has acquired 4.02 Acres land for the development of Apartment/SCO/Booth in the project popularly known as D D Mittal Towers at Multania Road, Bathinda. The construction of the same will start soon.

DIVIDEND

Keeping in view of the working capital requirements of the Company, your Directors have decided not to recommend dividend on the equity shares.

DIRECTORS

Sh. Baldev Raj Gupta, Director, liable to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

FORFEITED THE AMOUNT RECEIVED FROM THE WARRANT HOLDERS

The Board of Directors in its meeting held on 30th January, 2010 has forfeited the amount of Rs. 6,92,50,000/- being the upfront amount received from the warrant holders who have not exercised their right for conversion of 1,38,50,000 warrants into equity shares within the stipulated time. The said warrants were convertible into one equity share of Rs. 10/- each at the option of the warrant holders, at any time prior to the expiry of 18 months from the date of allotment i.e. upto 10th January, 2010.

CORPORATE GOVERNANCE REPORT

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Management Discussion and Analysis, Corporate Governance Report and Certificate by the Managing Director and Manager (Finance) confirming compliance by all the Board Members with Company's Code of Conduct and Auditor's Certificate regarding compliance of condition of Corporate Governance are made a part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under section 217 (2AA) of the Companies Act, 1956, it is hereby confirmed that:

- (i) In the preparation of the annual accounts the applicable accounting standards have been followed.
- (ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for the year under review.
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) The Directors have prepared the accounts for the financial year ended 31st March, 2010 on a 'going concern' basis.

LISTING OF EQUITY SHARES

The equity shares of the company continue to be listed on Ludhiana (Regional), Delhi, Mumbai Stock Exchanges and listing fee for the year 2010-2011 have been paid to each of the said Stock Exchanges. Application for delisting of Equity Shares made to The Calcutta Stock Exchange Association Limited is under process.